

0-365A004

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

55 EAST MONROE STREET

CHICAGO, ILLINOIS 60603-5802

AREA CODE 312 346 8000

TELEX 25222

FACSIMILE 312 269 8869

17159/

DEC 31 1990 -9 10 AM

LOS ANGELES OFFICE
ONE CENTURY PLAZA - SUITE 3300
2029 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067-3063
AREA CODE 213 277 7200
FACSIMILE 213 201 5219

NEW YORK OFFICE
767 THIRD AVENUE
NEW YORK, NEW YORK 10017-2013
AREA CODE 212 715 9000
FACSIMILE 212 752 3116

SACRAMENTO OFFICE
770 L STREET
SUITE 1150
SACRAMENTO, CALIFORNIA 95814-3325
AREA CODE 916 446 3970
FACSIMILE 916 446 4214

WASHINGTON, D C OFFICE
815 CONNECTICUT AVENUE N W
WASHINGTON, D C 20006-4004
AREA CODE 202 463 2400
FACSIMILE 202 828 5393

SAN FRANCISCO OFFICE
101 CALIFORNIA STREET
SUITE 2900
SAN FRANCISCO, CALIFORNIA 94111-5858
AREA CODE 415 397 2823
FACSIMILE 415 397 2549

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DEC 31 1990 -9 10 AM

December 31, 1990

THIRD FILING

DEC 31 1990 -9 10 AM

Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Room 2303
12th & Constitution
Washington, D.C. 20423

\$45.00 filing fee

Attention: Mrs. Mildred R. Lee/DOCUMENTS FOR RECORDATION

Dear Mr. Strickland:

I am an attorney representing a party to the enclosed documents.

I have enclosed originals and certified copies of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto.

1. The first document is a Memorandum of Lease of Railroad Equipment, a primary document, dated October 30, 1990.

The names and addresses of the parties to the document are as follows:

Lessor: Helm-Pacific Leasing
1416 Dodge Street
Omaha, Nebraska 68179

Lessee: The Denver and Rio Grande Western Railroad Company
1515 Arapahoe Street
Denver, Colorado 80217

2. Also enclosed is a second document to be filed as a secondary document. The document is:

- B next page

ICC

Page 2

Assignment of Lease, a secondary document, dated December 28, 1990.

The primary document to which this is connected is recorded with this letter.

The names and addresses of the parties to this document are as follows:

Assignor: Helm-Pacific Leasing
1416 Dodge Street
Omaha, Nebraska 68179

Assignee: American National Bank and Trust Company of
Chicago, as trustee under Trust Agreement dated
as of December 28, 1990 and known as
Trust No. 34110007.
33 North LaSalle Street
Chicago, Illinois 60690
Attention: Corporate Trust

-B 3. Also enclosed is a third document to be filed as a secondary document. The document is:

Assignment and Security Agreement, a secondary document, dated December 28, 1990.

The primary document to which this is connected is recorded with this letter.

The names and addresses of the parties to this document are as follows:

Assignor: American National Bank and Trust Company of
Chicago, as trustee under Trust Agreement dated
as of December 28, 1990 and known as
Trust No. 34110007.
33 North LaSalle Street
Chicago, Illinois 60690
Attention: Corporate Trust

Helm-Pacific Leasing
1416 Dodge Street
Omaha, Nebraska 68179

Assignee: The CIT Group/Equipment Financing, Inc.
270 Park Avenue
New York, New York 10017

ICC

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A description of the equipment covered by each document follows:

125 4-pocket open topped hopper railroad cars with rotary couplers manufactured by Trinity Industries, Inc. in 1990 having the following serial numbers and currently bearing or in the future to be bearing the running marks and numbers:

Serial Numbers: 40500-40624, inclusive

Running Numbers: DRGW 40500-40624, inclusive

A fee of \$45.00 (\$15.00 for each document to be filed) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation number, to the person bearing this letter.

A short summary of the documents to appear in the index follows:

1. Memorandum of Lease between Helm-Pacific Leasing, 1416 Dodge Street, Omaha, Nebraska 68179 (Lessor) and The Denver and Rio Grande Western Railroad Company, 1515 Arapahoe Street, Denver, Colorado 80217 (Lessee), covering 125 open top hopper railroad cars.
2. Assignment of Lease from Helm-Pacific Corporation, 1416 Dodge Street, Omaha, Nebraska 68179 (Assignor) to American National Bank and Trust Company of Chicago, at Trustee, 33 North LaSalle Street, Chicago, Illinois 60690 (Assignee), covering 125 open top hopper railroad cars.
3. Assignment and Security Agreement between American National Bank and Trust Company of Chicago, at Trustee, 33 North LaSalle Street, Chicago, Illinois 60690 ("Lessee") and Helm-Pacific Leasing, 1416 Dodge Street, Omaha, Nebraska 68179 ("Beneficiary") (Assignors) and The CIT Group/Equipment Financing, Inc., 270 Park Avenue, New York, New York 10017 (Assignee) dated December 28, 1990, and covering 125 open top hopper railroad cars.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Richard Demarest Yant

RDY/tg
Enclosures

17159
DEC 31 1990

DEC 31 1990 -9⁴⁵ AM

MEMORANDUM OF INTERSTATE COMMERCE COMMISSION
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of October 30, 1990 (the "Lease") between Helm-Pacific Leasing, a Nebraska joint venture (the "Lessor"), and The Denver and Rio Grande Western Railroad Company, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor has the right to Lease the covered hoppers, more fully described in Schedule A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 30th day of OCTOBER, 1990.

LESSOR

HELM-PACIFIC LEASING
By: Helm Pacific Corporation
its Joint Venturer

By: [Signature]
Title: President

By: Union Pacific Venture
Leasing Corporation
its Joint Venturer

By: _____

Title: _____

LESSEE

THE DENVER AND RIO GRANDE WESTERN
RAILROAD COMPANY

By: _____

Title: _____

SCHEDULE A

to

Memorandum of Lease of Railroad Equipment

Dated as of _____, 1990

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
100 Ton, 3610 cubic foot capacity, open top hopper cars	125	DRGW 40500-40624

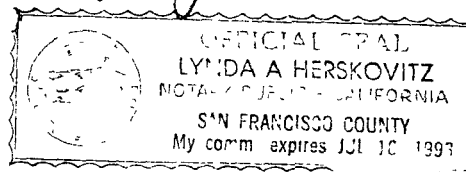
STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On this 24th day of December, 1990, before me personally appeared Richard C. Kishner, to me personally known, who, being by me duly sworn, says that he is President of HELM PACIFIC CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as a joint venture partner of Helm-Pacific Leasing.

Lynda A. Herskovitz
Notary Public

My Commission Expires: July 16, 1993

[Notarial Seal]



STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS)

On this ____ day of _____, 1990, before me personally appears _____, to me personally known, who being by me duly sworn says that he is a _____ of UNION PACIFIC VENTURE LEASING CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as a joint venture partner of Helm-Pacific Leasing.

Notary Public

My Commission Expires: _____

[Notarial Seal]

STATE OF COLORADO)
) S
COUNTY OF DENVER)

On this ____ day of _____, 1990, before me personally appears _____, to me personally known, who being by me duly sworn says that he is a _____ of THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires: _____

[Notarial Seal]

**MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT**

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of October 30, 1990 (the "Lease") between Helm-Pacific Leasing, a Nebraska joint venture (the "Lessor"), and The Denver and Rio Grande Western Railroad Company, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor has the right to Lease the covered hoppers, more fully described in Schedule A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 30th day of October, 1990.

LESSOR

HELM-PACIFIC LEASING
By: Helm Pacific Corporation
its Joint Venturer

By: _____

Title: _____

By: Union Pacific Venture
Leasing Corporation
its Joint Venturer

By: Charles R. Enli

Title: PRESIDENT

LESSEE

THE DENVER AND RIO GRANDE WESTERN
RAILROAD COMPANY

By: _____

Title: _____

SCHEDULE A

to

Memorandum of Lease of Railroad Equipment

Dated as of _____, 1990

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
100 Ton, 3610 cubic foot capacity, open top hopper cars	125	DRGW 40500-40624

STATE OF CALIFORNIA)
) §
COUNTY OF SAN FRANCISCO)

On this ____ day of _____, 1990, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____ of HELM PACIFIC CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as a joint venture partner of Helm-Pacific Leasing.

Notary Public

My Commission Expires: _____

[Notarial Seal]

STATE OF NEBRASKA)
) §
COUNTY OF DOUGLAS)

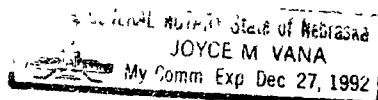
On this 26 day of December, 1990, before me personally appears Charles R. Gossler, to me personally known, who being by me duly sworn says that he is a President of UNION PACIFIC VENTURE LEASING CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as a joint venture partner of Helm-Pacific Leasing.



Notary Public

My Commission Expires: 12/27/92

[Notarial Seal]



STATE OF COLORADO)
) S
COUNTY OF DENVER)

On this ____ day of _____, 1990, before me personally appears _____, to me personally known, who being by me duly sworn says that he is a _____ of THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires: _____

[Notarial Seal]

ANNEX C

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of October 30, 1990 (the "**Lease**") between Helm-Pacific Leasing, a Nebraska joint venture (the "**Lessor**"), and The Denver and Rio Grande Western Railroad Company, a Delaware corporation (the "**Lessee**"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor is the owner of the covered hoppers, more fully described in Schedule A hereto (the "**Units**"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 17th day of December 1990.

LESSOR

HELM-PACIFIC LEASING
By: Helm Pacific Corporation
its Joint Venturer

By: _____

Title: _____

By: Union Pacific Venture
Leasing Corporation
its Joint Venturer

By: _____

Title: _____

LESSEE

THE DENVER AND RIO GRANDE WESTERN
RAILROAD COMPANY

By: A. L. Mariano

Title: General Manager

SCHEDULE A

to

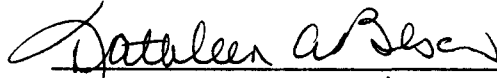
Memorandum of Lease of Railroad Equipment

Dated as of _____, 1990

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
100 Ton, 3610 cubic foot capacity, open top hopper cars	125	DRGW 40500-40624

STATE OF COLORADO)
) S
COUNTY OF DENVER)

On this 17th day of December, 1990, before me personally appears A. L. Marzano, to me personally known, who being by me duly sworn says that he is a General Manager of **THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public
1515 Arapahoe Street - Suite 1004, Denver, CO 80202

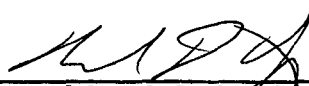
My Commission Expires: May 20, 1991

[Notarial Seal]

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

CERTIFIED COPY

I, Richard D. Yant, a notary public in and for the County and State aforesaid certify that I have compared the attached copy with the original and have found the copy to be complete and identical in all respects to the original document.



NOTARY PUBLIC

DATE: December 28, 1990

